

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

**PATTY BEALL, MATTHEW
MAXWELL, TALINA MCELHANY AND
KELLY HAMPTON, Individually
and on behalf of all others similarly situated;
Plaintiffs,**

**TYLER TECHNOLOGIES, INC. AND
EDP ENTERPRISES, INC.
Defendants.**

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Case No. 2:08-cv-422 TJW

DECLARATION OF KELLY AINSWORTH

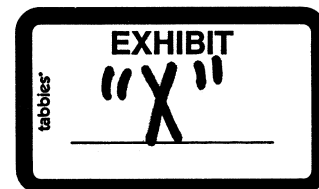
I declare, under penalty of perjury and pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. My name is Kelly Ainsworth. I am over 18 years of age, and I have personal knowledge of the facts set forth in this declaration.

2. My employment with EDP Enterprises, Inc., began in June 1990, when I was hired as Director of Marketing. I was later promoted to General Manager. In 2003, I became the Vice-President of Business and Operations. In September 2007, Tyler Technologies, Inc., purchased EDP Enterprises, Inc., and I remained the Vice-President of Business and Operations for approximately 5 months. At that time, my position was eliminated and I became the Implementation Services Manager for North America, where my job duties consisted of scheduling training and kick off meetings for new TEMS software customers.

3. In my position as General Manager and Vice-president of Business and Operations I was in charge of EDP's business and operations, which included overseeing marketing, customer support, implementation, engineering and quality control.

4. All EDP Enterprise Inc. employees, and later Tyler employees in the Longview office, with the exception of the receptionists, were classified as exempt salaried employees and were not paid overtime for any hours over 40 that the employee worked.



5. During my tenure as Vice-President of Business and Operations for EDP an employee filed an overtime wage claim against EDP. After the claim was made EDP hired an FLSA expert to come and audit the position in question. Soon after the audit EDP settled the employee's claim. I was not informed about the results of the audit or circumstances of the settlement. Although I and other employees questioned the pay practices of EDP and Tyler there was never an explanation about the exempt status of the employees.

6. Shortly after the buy out of EDP by Tyler, we were informed by Tyler that EDP's student software program would no longer be sold. It would be replaced by Tyler's TEMS software. After Tyler took over EDP Enterprises Inc. the Longview office was put in charge of developing TEMS. Tyler Technologies had several programmers from Pakistan and other Tyler Technologies' offices to work on the development of the TEMS software in Longview. Several Implementation Consultants from the Longview office began working on TEMS installations in other states. Because the TEMS software was new, there were many bugs in the software that required lengthy implementations and long work weeks for the implementers. During this time, I received two complaints from the TEMS Implementation Consultants regarding the grueling hours and lack of overtime compensation. I contacted Duane Graves concerning this issue and asked what could be done. During our conversation, I informed him that Kristi Martino, one of the Implementation Consultants, had worked 92 hours the prior week. When I told him this he asked how I knew she worked 92 hours and I told him that I was looking at her time sheet. He immediately responded, "Kelly, we don't want those hanging around, tell her to quit keeping time sheets." I told him that I had read the FLSA exemptions, and did not understand how these employees were classified as exempt. Duane Graves stated that he had the same questions when ADS was purchased and he let Tyler deal with it.

7. The issue of keeping time sheets was also addressed, on or shortly after the roll-out meetings that Tyler Technologies, Inc. conducted at the EDP office in Longview, Texas in

September of 2007. We were instructed at that time to stop keeping time sheets.

8. After Tyler purchased EDP, the EDP name was removed from everything and replaced with Tyler Technologies, Inc. To my knowledge Tyler no longer sells any EDP software products to new clients. The former EDP employees were placed in the MUNIS division of Tyler Technologies and the day-to-day employee issues were managed through human resources in Falmouth Maine. The Longview office no longer had a local human resource's department. All hiring decisions went through Tyler Technologies/ MUNIS division in Falmouth, Maine. If the Longview office needed a new employee, a request had to be submitted to Duane Graves, President of Educational Services Division, and Liz Riezenbach, in human resources. If the request was approved, Liz Riezenbach would post the job and pre-interview the candidates. Although I would also interview potential job candidates, all discussions concerning salary were conducted with Liz Reizenbach. I was not consulted nor did I make decisions concerning exemptions or pay.

9. In my experience with Tyler the companies acquired by Tyler were brought into one of four divisions. The companies that were included in the MUNIS division were MUNIS, EDEN, Advanced Data Systems, Gemini Systems, GBF Information Systems, TACS, Inc., Mazik, USA, Inc., School Information Systems, Inc., Olympia Computing Company Inc., and VersaTrans Solutions Inc. It did not appear to me that these companies operated autonomously, but were all under the direction and control of Tyler through its MUNIS division and reported to the President of the MUNIS division, as did the former EDP employees.

10. In the spring of 2008, my job as Vice-President of Business and Operations was eliminated, and I was made Implementation Services Manager for North America. In addition to the former EDP Implementation Consultants assigned to TEMS software, several other employees from the MUNIS division were assigned to me. In this role, I attended several meetings of the educational services division where Tyler's organizational structure was discussed. During these meetings there were discussions about Tyler's organizational structure and the direction of future

products. We were informed that all of the existing educational student software packages would be replaced with TEMS software, and that ADS ProFund was replacing EDP's financial applications.

11. In my experience working with Implementation at EDP and Tyler, including all of the EDP applications, TEMS and MUNIS financial, the overall process for implementing new software is substantially the same. Implementation Consultants/ Specialists (also referred to internally as "Trainers") perform surveys (information gathering) to learn how the customer operates its business. This is necessary to instruct the Implementation Consultant/ Specialist on how to properly set parameters (codes) in the software to do what the customer requires the software to do. The customer's existing data is then converted and the Implementation Consultant/Specialist then verifies the data by comparing printouts from the existing software and the new software to be sure that all the data is printing correctly, such as names, addresses and zip codes. After the data is verified and any errors are corrected, the Implementation Consultant/Specialists trains the customer on the use of the software. Because close relationships are built during the conversion process, it is not uncommon for Implementation Consultants/Specialists to respond to customer questions after the conversion. These same tasks are essential to all conversions no matter what type of software is being used.

12. In my experience with Customer Support positions at EDP and Tyler the essential role of customer/software support is responding to customer inquiries concerning their software applications. During my 26 years of experience in the software industry, I can say that the role of customer/software support is essentially the same throughout the industry.

13. In my experience with Quality Assurance at EDP and Tyler the essential role of the Quality Assurance employees is to create test scripts. This is done by entering data into applications to create as many scenarios as possible to test the integrity of the software. The Quality Assurance Analyst then runs reports to verify that the application works properly, such as verifying that

the calculation for overtime pay would perform when non-exempt employee's time records showed more than 40 hours in a week.

Executed this 28th day of May, 2009 in Longview, Texas


KELLY AINSWORTH